

KREATE

Decisions taken by Kreate Group Plc's Annual General Meeting and Board of Directors

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The Annual General Meeting of Kreate Group Plc ("Kreate") was held on 29 March 2022 at the premises of Dittmar & Indrenius Attorneys Ltd in Helsinki. In order to prevent the spread of the COVID-19 pandemic, shareholders of the company and their proxy representatives were able to participate and exercise their shareholder rights in the meeting only by voting in advance and by submitting counterproposals and asking questions in advance.

The Annual General Meeting adopted the financial statements for the financial year 2021 and discharged the members of the Board of Directors and the CEO from liability for the financial year 2021.

Furthermore, the Annual General Meeting made the following resolutions:

Use of the profit shown on the balance sheet and the payment of dividend

The Annual General Meeting resolved that a dividend of EUR 0.45 per outstanding share be paid based on the balance sheet adopted for 2021. The dividend will be paid to shareholders who on the dividend record date of 31 March 2022 are entered as shareholders in the company's shareholder register held by Euroclear Finland Oy. The dividend will be paid on 11 April 2022.

Adoption of the remuneration report of the governing bodies

The Annual General Meeting adopted the remuneration report of the governing bodies. The resolution of the remuneration report was advisory.

Remuneration of the Board of Directors

The Annual General Meeting resolved that the members of the Board of Directors shall be paid the following remuneration: To the Chair of the Board of Directors EUR 4,750 per month and to each other member of the Board of Directors EUR 2,000 per month.

In addition, the Annual General Meeting resolved that the member of the Board of Directors elected as Chair or member of the Audit Committee or Nomination and Remuneration Committee shall receive additional compensation of EUR 1,500 per year and that reasonable travel expenses will be refunded in as invoiced.

Composition of the Board of Directors

The Annual General Meeting confirmed that the number of the members of the Board of Directors shall be six (6). Petri Rignell, Timo Kohtamäki, Elina Pienimäki, Timo Pekkarinen and Jussi Aine were re-elected to the Board of Directors. Petra Thorén was elected as new member of the Board of Directors. The term of office of all members of the Board of Directors of Kreate will expire at the end of the Annual General Meeting 2023.

Election and remuneration of the Auditor

The Annual General Meeting re-elected the firm of authorised public accountants KPMG Oy Ab as the Auditor of the company, with Authorised Public Accountant Turo Koila as the responsible auditor. The Auditor shall be paid reasonable remuneration in accordance with an invoice approved by the company.

Authorisation to resolve on the issuance of shares and special rights entitling to shares

The Annual General Meeting authorised the Board of Directors to resolve on the issuance of shares, as well as the issuance of option rights and other special rights entitling to shares pursuant to Chapter 10 Section 1 of the Finnish Companies Act, as follows:

Under the authorisation, a maximum of 898,000 shares can be issued, which would correspond to approximately 10 per cent of all Kreate's shares at the time of this proposal. The shares or special rights entitling to shares can be issued in one or more tranches, either against or without payment. The shares issued under the authorisation can be new shares or shares in Kreate's possession.

The authorisation can be used for the financing or execution of acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the company, for implementing the company's share-based incentive plans, or for other purposes determined by the Board of Directors.

Under the authorisation, the Board of Directors may resolve upon issuing new shares, without consideration, to Kreate itself. However, Kreate, together with its subsidiaries, may not at any time own more than 10 percent of all shares in Kreate.

The Board of Directors is authorised to resolve on all terms for share issues and granting of special rights entitling to Kreate shares. The Board of Directors is authorised to resolve on a directed share issue and issuance of special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for Kreate to do so.

The authorisation is valid until the end of the next Annual General Meeting, however, no longer than on 30 June 2023. The authorisation shall revoke previous unused share issue authorisations.

Authorisation to resolve on the acquisition of Kreate's own shares and on acceptance as pledge of Kreate's own shares

The Annual General Meeting authorised the Board of Directors to resolve on the acquisition of Kreate's own shares and on the acceptance as pledge of Kreate's own shares as follows:

The total number of own shares to be acquired or accepted as pledge shall not exceed 898,000 shares in total. Kreate together with its subsidiaries may not at any moment own and/or hold as pledge more than 10 per cent of all the shares in Kreate. Only the unrestricted equity of Kreate can be used to acquire own shares on the basis of the authorisation.

Own shares can be acquired, in one or several instalments, at a price formed in public trading on the regulated market on which Kreate's shares are traded on the date of the acquisition or otherwise at a price formed on the market.

The Board of Directors of Kreate resolves how own shares will be acquired and accepted as pledge. Own shares can be acquired using derivatives, among other things. Own shares can be acquired otherwise than in proportion to the shareholdings of the shareholders (directed acquisition).

Own shares can be acquired and accepted as pledge to, among other things, limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop Kreate's capital structure, to be transferred in connection with possible acquisitions, to be used in incentive arrangements or to be cancelled, provided that the acquisition is in the interest of Kreate and its shareholders.

The authorisation is valid until the end of the next Annual General Meeting, however no longer than until 30 June 2023. The authorisation shall revoke previous unused authorisations regarding acquisition of Kreate's own shares and on acceptance as pledge of Kreate's own shares.

The minutes of the Annual General Meeting

The minutes of the Annual General Meeting will be available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/> on 12 April 2022, at the latest.

Decisions by the Board of Directors

In its organisation meeting held after the Annual General Meeting, the Board of Directors decided to appoint Petri Rignell as the Chair from among its members.

In addition, the Board of Directors decided to appoint from among its members the following members to its committees:

Audit Committee: Elina Pienimäki (Chair), Jussi Aine, Petra Thorén

Remuneration and Nomination Committee: Petri Rignell (Chair), Timo Kohtamäki, Timo Pekkarinen

In Tuusula, 29 March 2022

Kreate Group Plc
The Board of Directors

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About Kreate Group Oyj

Kreate Group is one of the leading infrastructure construction companies in Finland. The company offers solutions for bridges, roads and railways, environmental and ground engineering, circular economy and geotechnical needs. As a

specialist in demanding projects, Kreate focuses on comprehensive quality and cost-effectiveness. The group's revenue was approximately EUR 238 million in 2021 and the company has over 400 employees. Kreate Group is listed on Nasdaq Helsinki.

Attachments

- [Download announcement as PDF.pdf](#)